



The International Association for Impact Assessment, Inc.

Fourth Amended and Restated Bylaws

(as amended on 15 June 2020)

Article I. Name and Legal Status

Section 1: The name of the Organization shall be “The International Association for Impact Assessment, Inc.” When proof of corporate status is not necessary, the Organization may be referred to as “International Association for Impact Assessment” or “IAIA”.

Section 2: The Organization is incorporated under the laws of the State of Georgia, United States of America, as per the Organization’s Articles of Incorporation signed on 5 February 1981, as amended.

Section 3: The location of the registered office of the Organization shall be determined by the Board of Directors of the Organization (the “Board”).

Article II. Purpose

The Organization is organized and shall be operated exclusively for charitable, educational, scientific and other purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”), specifically to include the betterment of society through the encouragement of improved policymaking processes concerning the analysis of the future consequences of present decisions. In furtherance of this purpose, the Organization may:

- publish, edit or otherwise disseminate to practitioners and the general public articles, journals, books, monographs, audiovisual materials, and newsletters concerning the practice of impact assessment;
- hold meetings, conferences, seminars and other sessions at which information concerning the practice of impact assessment can be disseminated;
- prompt, enhance and encourage the exchange of information among practitioners and users of impact assessment and the general public;
- improve the quality and professionalism of persons in the field of impact assessment;
- otherwise encourage the growth and development of the field of impact assessment, the development of techniques in the field of impact assessment and the public understanding of and participation in the field of impact assessment; and
- undertake such other activities as will further the purposes of the Organization.

Article III. Membership

Section 1. The Board shall establish categories of membership in the Organization, including qualifications, fees and other requirements for each category of membership. These categories and requirements may be changed by a vote of the Board.

Section 2. The Board shall extend voting privileges to members by category of membership, and the categories of eligible voting members shall be established by a vote of the Board.

Section 3. Applications for membership shall be submitted, together with payment of current dues to IAIA Headquarters. The acceptance of an application for membership by the designated administrative officer shall constitute formal recognition of membership.

Section 4. Annual dues for all categories of membership shall be fixed from time to time by the Board.

Section 5. Members failing to pay dues shall cease to be members. If dues are paid within sixty (60) days of membership expiration (or such other time period as may be determined by the Board), the membership shall be deemed continuous for purposes of computing years of membership.

Section 6. Members deemed to be in breach of the Organization's Code of Ethics may, by resolution of the Board, be denied continuing membership in the Organization.

Article IV. Board

Section 1. The affairs of the Organization shall be conducted by a Board.

Section 2. Any voting member of the Organization may serve as a Director. Termination of membership shall automatically terminate eligibility to be a Director. Directors shall be elected by the membership as specified in Article VII.

Section 3. The number of directors shall be no fewer than seven (7) nor more than nine (9), as may be determined from time to time by the Board, provided that the President, the Immediate Past President and the President-Elect shall serve as Directors. The President shall preside at all meetings of the members and the Board.

Section 4. Directors may participate in and act at any meeting of the Board through the use of a conference telephone, video conference or other means of communications by which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5. A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors then in office if there is an odd number of Directors, or one half of the number of Directors if there is an even number of Directors in office. In addition to regular meetings, actions of the Board may be taken by mail or electronic communication, where permitted by state law. An absolute majority of all members of the Board shall be required for decisions taken by electronic communication. Electronic voting may be conducted by either:

[a] signing a ballot or consent that is scanned and transmitted as a PDF; or

[b] signing a ballot or consent through an electronic signature service.

Section 6. Directors shall serve for a term of three (3) years, such that approximately one-third of the Directors are elected at each annual meeting, and provided that no Director shall be elected to serve for a third consecutive term. Official duties of all members of the Board shall commence and cease at the commencement of the first meeting of the Board after each Annual General Meeting.

Section 7. Directors may be removed from office by a vote of two-thirds of all Directors then in office. Such action may be taken at a regular meeting of the Board or at a special meeting called for such purpose, provided that notice of the proposed removal shall be sent to all Directors at least five (5) days prior to the special meeting. Any Director may resign from the Board at any time by giving written notice to the Board, or to the President or Secretary of the Organization, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, but such resignation shall be effective when notice is delivered.

Section 8. In the event that a Director is removed, resigns or is otherwise incapable of completing their term, the vacancy will remain open until the following election, at which time the Nominations Committee will field a candidate(s) to be elected to serve for the remainder of the original term.

Article V. Officers

Section 1. There shall be a President, Treasurer and Secretary of the Organization, and there also may be such Assistant Treasurers and Assistant Secretaries as the Board may elect from time to time. Any two offices may be held by one person, except that the President shall not concurrently hold the offices of Secretary or Treasurer.

[a] Election of a President-Elect shall occur annually by the membership. The President-Elect shall serve one-year in that capacity, one year as President and one year as immediate Past President. The President-Elect shall perform all of the duties of the President in the event of the absence or disability of the President, and shall have such other duties and powers as may be assigned by the Board.

[b] The President shall be the chief executive officer of the Organization, and as such shall ensure the supervision and administration of the business and affairs of the Organization, and shall have such other duties and powers as may be assigned by the Board.

[c] The Immediate Past President shall have such duties and powers as may be assigned by the Board.

[d] A Secretary shall be appointed by the Board from amongst the Directors or the Organizational membership. The Secretary shall be the chief record-keeping officer of the Organization, and as such shall ensure the maintenance all of the permanent corporate and non-financial records of the Organization, and shall have such other duties and powers as may be assigned by the Board.

[e] A Treasurer shall be appointed by the Board from amongst the Directors or the Organizational membership. The Treasurer shall be the chief financial officer of the Organization, and as such shall ensure the preparation and maintenance of the accounting and financial records of the Organization, and shall have such duties and powers as may be assigned by the Board.

Section 2. Any voting member of the Organization may serve as an Officer. Termination of membership shall automatically terminate eligibility to serve as an Officer.

Article VI. IAIA Offices and Other Offices

Section 1. The Board shall appoint administrative offices for such periods and under such conditions as they shall from time to time determine.

Section 2. Other offices, groups or task forces may be appointed to assist the Organization in promoting its objectives to special interest groups or to non-English-speaking members of IAIA. Such relationships will only be established through a special Memorandum of Understanding governing specific activities.

Article VII. Committees, Sections, Council and Organizational Structure

Section 1.

[a] A Nominations Committee shall comprise the President, President-Elect and three or more voting members of the Organization appointed by the Board to serve staggered terms as determined by the Board. One such member shall be designated by the Board to serve as Chair for a specified term. The Nominations Committee shall seek suggestions of voting members to be considered as possible candidates for the offices to be filled. In preparation of slates of two or more candidates for each office, the Nominations Committee shall seek to ensure that the Board maintains a balance of regional, racial, ethnic, gender, experience and professional expertise.

[b] In addition to those individuals who are included in the slates of candidates by the Nominations Committee, nominations signed by at least five nominators and by the nominee, all of whom must be voting members, may be included on the ballot papers provided that such nomination is received by the Board not later than six (6) months prior to the date of the next Annual General Meeting.

[c] The Nominations Committee shall supervise preparation of a ballot comprising such candidates as the Board has determined to be consistent with the requirements set forth in these Bylaws and the guiding

principles of the Organization, and shall use best efforts to ensure that such ballot is delivered to each voting member of the Organization consistent with the contact information provided by each such member. Ballots shall be valid and counted if received at the IAIA Offices on or before such time as designated by the Board. Candidates on each slate receiving the highest number of votes will be declared elected.

Section 2. The Board may establish such Committees, Task Groups, Sections and other organizational structures as may be necessary for the conduct of affairs of the Organization. The Chair and members of committees and task groups shall be appointed as appropriate by the Board for specific periods.

Section 3. Three additional forms of organizational structure shall be recognized by the Organization:

Branches - geographically-based groups comprised completely of Organization members.

Affiliates - geographical, member-based groups that accept the Organization's purpose and include a proportion of Organization members.

Associated Organizations - independent organizations that have a purpose similar to that of the Organization and with which a mutually beneficial relationship may result.

Section 4. The Council of the Organization is advisory to the Board and includes Committee Chairs; representatives of Branches, Affiliates and Associated Organizations, and representatives of Sections and such other members of the Organization as the Board shall from time to time appoint.

Section 5. The Board shall recognize within the Organization the existence of Sections that have specifically-defined interests related to the overall purposes of the Organization. There shall be a Sections Coordination Committee which shall be charged with coordinating communication amongst Sections, and advising the Board on additional Sections to be recognized.

Section 6. Recognition of affiliates and associated organizations by the Organization would be conferred by the Board on the basis of a Memorandum of Understanding with a renewal agreement negotiated on a fixed and agreed time period. Recognition and continued recognition of branches shall be conferred by the Board based on guidelines set by the Board.

Section 7. The Board may establish a prescribed fee for registration as a Branch of the Organization, or as an Affiliate of the Organization, or as an Associated Organization.

Article VIII. Membership Meetings

Section 1. There shall be an Annual General Meeting of the voting members of the Organization as determined by the Board so as to maximize attendance by these members. The date, time and place of the Annual General Meeting shall be announced to the members at least thirty (30) days in advance.

Section 2. In addition to an Annual General Meeting, Special Meetings of the Organization may be called by the Board or by a special petition signed by at least fifty (50) voting members from at least five (5) countries by giving ninety (90) days' notice to the Executive Director (or equivalent administrative officer), indicating the purpose and the business of such Special Meeting.

Section 3. Members may participate in and act at any meeting through the use of a conference telephone, video conference or other means of communications by which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 4. The voting members present at a meeting of the Organization called pursuant to Article VIII Section 1 or Article VIII Section 2 shall constitute a quorum. Acts of the majority of voting members present at a meeting shall be deemed acts of the members of the Organization, unless the Board has previously indicated that a mail or electronic ballot of the voting membership should be taken on a particular issue.

Section 5. All records of the Organization shall be open to inspection by any member at any reasonable time, provided reasonable notice is given.

Section 6. The Annual General Meeting and all Section Meetings are open to all members. Access to all other business and committee meetings are at the invitation of the President or Chair of each meeting.

Article IX. Restrictions

Section 1. No part of the earnings of the Organization shall inure to the benefit of or be distributable to any private individual or person, provided that the Organization may pay reasonable compensation for services rendered to it and reimbursement of expenses reasonably incurred on its behalf.

Section 2. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the Organization shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. The Organization shall at all times be organized and operated so as to qualify as an Organization that is not a private foundation, as defined in Section 509(a) of the Code. If, however, at any time or times, the Organization shall be classified as a private foundation under United States internal revenue laws, then at such time or times the Organization:

[a] Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding section of any future federal tax code);

[b] Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding section of any future federal tax code);

[c] Shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding section of any future federal tax code);

[d] Shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code (or corresponding section of any future federal tax code); and

[e] Shall not make any taxable expenditure as defined in Section 4945(d) of the Code (or corresponding section of any future federal tax code).

Article X. Indemnification

The Organization shall indemnify all of its present and former Directors, Officers, employees and agents to the fullest extent permitted by the Code or applicable state laws, the relevant indemnification provisions of which are hereby incorporated herein by reference. To the extent determined from time to time by the Board, the Organization shall also cause to be purchased insurance for such indemnification of its Officers and Directors.

Article XI. Contracts, Loans, Checks, Deposits, Gifts and Finances

Section 1. In addition to the officers so authorized by these Bylaws, the Board may authorize any officer or agent of the Organization to enter into any contract or sign any instrument in the name of the Organization, and such authority may be general or confined to specific instances.

Section 2. No loan shall be contracted on behalf of the Organization, and no evidence of indebtedness shall be issued unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness (issued in the name of the Organization) shall be signed by such officers or agents of the Organization as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and may be countersigned by the President or other officer authorized by the Board when countersignature is required.

Section .4. The Board, or such other officers or agents authorized by the Board, may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.

Section 5. The Organization shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Board. The financial accounts of the Organization shall be reviewed on an annual basis by a finance committee of the Organization, or by such individual or individuals with relevant expertise as determined by the Board. The fiscal year shall be determined by the Board.

Article XII. Dissolution

Section 1. Any proposal for the dissolution of the Organization shall be treated as an amendment of the Bylaws and shall comply with the provisions of Article XIII.

Section 2. Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the country in which the principal office of the Organization is then located, exclusively for such qualified purposes or to such Organization or Organizations, as said court shall determine are organized and operated exclusively for such purposes.

Article XIII. Amendments to Bylaws

Section 1. The Bylaws of the Organization may be altered, amended or repealed, and new Bylaws may be adopted by:

[a] A two-thirds majority vote of the voting members present at an Annual General Meeting of the Organization or at a special meeting of the Organization called for this purpose; or

[b] A two-thirds majority vote of the eligible voting members submitting a ballot for this purpose, in accordance with the requirements for mail or electronic communications as set forth in Article IV Section 5.

Section 2. Proposals for amendments must be submitted to members at least sixty (60) days prior to a meeting described in Article XIII Section 1, or by ballot submitted by mail or electronic communication. Amendments may be proposed by the Board or by a petition signed by at least fifty (50) members of the Organization representing at least five (5) countries.